

RECORDATION NO. 1173 Filed & Recorded

JUL 29 1971 12 42 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO CONDITIONAL SALE AGREEMENT dated as of

July 1, 1971, among Segar Four Corporation, a Delaware corporation (the "Vendor"), Segar Four Leasing Company, a District of Columbia limited partnership (the "Company"), and Reading Company, a Pennsylvania corporation (the "Guarantor").

WHEREAS, the parties hereto entered into a Conditional Sale Agreement dated as of May 1, 1971 (the "Conditional Sale Agreement"); and

WHEREAS, the parties hereto desire to subject additional railroad equipment to the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. Annex A of the Conditional Sale Agreement is hereby amended to read in full as set forth in Annex A attached hereto.

2. All of the terms and provisions of the Conditional Sale Agreement not inconsistent with the foregoing are hereby ratified and confirmed in all respects.

3. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by

any such original counterpart. Although this Agreement is dated as of July 1, 1971, for convenience, the actual date or dates of execution hereof by the parties is or are, respectively, the date or dates stated in the acknowledgements hereto annexed.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have caused this instrument to be executed as of the date first above written.

SEGAR FOUR LEASING COMPANY,  
a District of Columbia Limited Partnership

By [Signature]  
A General Partner

(CORPORATE SEAL)

SEGAR FOUR CORPORATION

Attest:

[Signature]  
Secretary

By [Signature]  
Vice President

(CORPORATE SEAL)

APPROVED  
AS TO FORM

READING COMPANY

Attest:

[Signature]  
Secretary

By [Signature]  
Vice President

Girard Trust Bank, as Assignee of the Conditional Sale Agreement, consents to the foregoing Agreement as of the date first above written.

GIRARD TRUST BANK, as Agent

By

[Signature]  
CORPORATE TRUST OFFICER

STATE OF NEW YORK  
COUNTY OF NEW YORK

} SS.:

On this *26<sup>th</sup>* day of *July*, 1971, before me personally appeared *Robert C. Vincent*, to me personally known, who, being by me duly sworn, says that he is the Vice President of SEGAR FOUR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

*Robert C. Vincent*  
Notary Public  
Not -  
1972

DISTRICT OF COLUMBIA } SS.:

On this *29th* day of *July*, 1971, before me personally appeared *Milton Ritzberg*, to me known to be a general partner of SEGAR FOUR LEASING COMPANY, the partnership mentioned and described in, and who executed the foregoing instrument, and acknowledged to me that he executed the same as his free act and deed for and on behalf of and with the authority of said partnership of SEGAR FOUR LEASING COMPANY.

[NOTARIAL SEAL]

*Edward C. Galloway*  
Notary Public

My Commission Expires Mar. 31, 1973

COMMONWEALTH OF PENNSYLVANIA }  
COUNTY OF PHILADELPHIA } SS.:

On this 22<sup>nd</sup> day of July, 1971, before me personally appeared O. P. Benjamin, to me personally known, who, being by me duly sworn, says that he is a Vice President of READING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Mary Susan Citalano  
Notary Public

Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires January 28, 1974

ANNEX A

(a) 70-ton steel box cars built to Reading Company's specification dated November 16, 1970, with the special equipment shown below, to be delivered between May 15, 1971, and October 15, 1971, at Reading, Pennsylvania.

<u>Special Equipment</u>	<u>Quantity</u>	<u>Reading Co. Road Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>
4-belt DF-2	150	18600-18749	\$18,440.	\$2,766,000.
9-belt DF-2	50	18750-18799	19,118.	955,900.
18-belt DF-1	30	18800-18829	20,140.	604,200.
4 one-piece bulkheads	30	18830-18859	21,718.	651,540.
2 Air-Pak bulkheads	<u>40</u>	18860-18899	21,484.	<u>859,360.</u>
Total	300			\$5,837,000.

(b) 30-foot steel cabooses built to specification No. 385, issued September 9, 1969, revised May 1, 1970, of International Car Company, Buffalo, New York, to be delivered between September 1 and November 1, 1971, at Reading, Pennsylvania.

<u>Quantity</u>	<u>Reading Co. Road Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>
10	94110-94119	\$28,800.	\$ 288,000.

Grand Total Purchase Price	<u>\$6,125,000.</u>
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